

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

WING KAM YU, On Behalf of Himself
and All Others Similarly Situated,

Plaintiff,

v.

NETWORK ENGINES, INC., JOHN
CURTIS and DOUGLAS G. BRYANT

Defendants.

CIVIL ACTION NO. 04-10238 JLT

STIPULATION TO SUPPLEMENT CONSOLIDATION

WHEREAS, on March 17, 2004, this Court entered its Order Consolidating the Actions, Appointing Wing Kam Yu, Blake Kunkel, and Thomas Cunningham as Lead Plaintiffs Pursuant to §21D(a)(3)(B) of the Securities Exchange Act of 1934 and Approving its Selection of Lead and Liaison Counsel (the "Lead Plaintiff Order"); and

WHEREAS, the parties agree that the consolidation order needs to be supplemented;

THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the parties that:

1. Related cases *Gordon A. Price, On Behalf of Himself and All Others Similarly Situated v. Network Engines, Inc., John Curtis, Douglas G. Bryant, and Lawrence A. Genovesi*, Civil Action No. 04-10008, and *Kevin Denha, Individually and On Behalf of All Others Similarly Situated v. Network Engines, Inc., John Curtis, Douglas G. Bryant, and Lawrence A. Genovesi*, Civil Action No. 04-10228, should be consolidated with the above-entitled action.

Dated: March 30, 2004.

By the Plaintiffs' attorneys,

Nancy Gans (Signed by John Litwinski with Ms. Gans's permission)

Nancy Freeman Gans (BBO# 184540)
Moulton & Gans, P.C.
33 Broad Street, Suite 1100
Boston, MA 02109-4216

Rachel Fleischman
Milberg Weiss Bershad Hynes & Lerach LLP
One Pennsylvania Plaza
New York, NY 10119-0165

By the Defendants' attorneys,

[Signature]

Jeffrey B. Rudman (BBO# 433380)
Daniel W. Halston (BBO# 548692)
John A. Litwinski (BBO# 650603)
Hale and Dorr LLP
60 State Street
Boston, MA 02109
(617) 526-6000